



**BOMBARDIER  
CAPITAL**

**Bombardier Capital Rail Inc.**  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311 United States  
Telephone (763) 420-8000  
Fax (763) 420-8003  
<http://www.capital.bombardier.com>

July 24, 2001

**Surface Transportation Board**  
Recordation of Railroad Equipment  
1925 K. Street NW, Suite 704  
Washington, D.C. 20423-0001



Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of December 13, 2000, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.  
(formerly called NorRail, Inc.)  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311  
Phone: 763-416-7207

Lessee: North Dakota Mill  
1823 Mill Road  
Grand Forks, ND 58208  
Phone: 701-795-7240

The enclosed Memorandum of Railcar Lease Agreement covers the ten (10) Covered Hopper Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and North Dakota Mill, as Lessee covering ten (10) Covered Hopper Railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated on Exhibit A to the Memorandum attached hereto."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,

*Gail M. Blagsvedt/ke*  
Gail M. Blagsvedt  
Contract Administrator  
Enclosures

RECORDATION NO. 23591 FILED

AUG 2 '01 3-57 PM  
TS  
SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 13, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and ~~North Dakota Mill and Elevator Association~~, a ~~North Dakota state agency~~ <sup>Corporation</sup> ("Lessee"), with reference to the following:

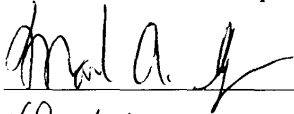
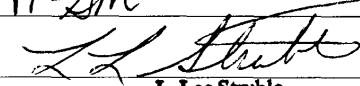
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351919 dated December 13, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 001 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the ten (10) railcars bearing the reporting marks and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

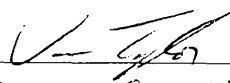
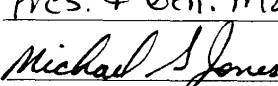
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

**LESSOR: Bombardier Capital Rail Inc.**

By:   
Its: VP-SM  
By:   
L. Lee Struble  
Vice President-Sales  
Its: \_\_\_\_\_

**LESSEE: North Dakota Mill  
and Elevator Association**

By:   
Its: Pres. & Gen. Manager  
By:   
Michael S. Jones  
Its: Director-Transportation

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**SURFACE TRANSPORTATION BOARD**

**EXHIBIT A**  
**To**  
**MEMORANDUM OF RAILCAR LEASE AGREEMENT**

<b>EQUIP</b>	<b>ON RENT</b>
NRLX056272	12/15/00
NRLX056478	12/15/00
NRLX056503	12/14/00
NRLX056507	12/14/00
NRLX056509	12/14/00
NRLX056511	12/18/00
NRLX056514	12/18/00
NRLX056515	12/7/00
NRLX056518	12/18/00
NRLX056519	12/18/00

STATE OF North Dakota COUNTY OF Grand Forks TO WIT:

On this 13th day of December, 2000 before me personally appeared, Vance Taylor and Michael S. Jones, to me personally known, who being by me duly sworn, says that they are the Pres. & Gen. Mgr. and Dir. of Trans. & Logistics respectively of North Dakota Mill and Elevator Association, a North Dakota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

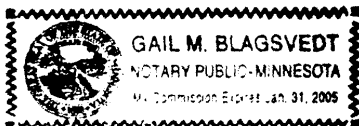
Debra K. Wilson  
Notary Public  
My commission expires: \_\_\_\_\_

**DEBRA K. WILSON**  
Notary Public, Grand Forks County, North Dakota  
My Commission Expires AUGUST 22, 2001.

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 8 day of June, 2001 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public  
My commission expires: 1-31-2005